

RECORDATION NO.

27848-A
FILED

MAR 20 '09

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SURFACE TRANSPORTATION BOARD

ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)

OF COUNSEL
URBAN A. LESTER

March 20, 2009

Anne K. Quinlan, Esquire
Acting Secretary
Surface Transportation Board
395 E Street, S.W.
Washington, D.C. 20423-0001

Re: RBSAF 98-062

Dear Ms. Quinlan:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Lease Assignment, dated as of March 16, 2009, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum of Lease being filed with the Board under Recordation Number 27848.

The names and addresses of the parties to the enclosed document are:

Assignor: RBS Asset Finance, Inc.
480 Jefferson Blvd.
Warwick, RI 02886

Assignee: BB&T Equipment Finance Corporation
102 W Pennsylvania Avenue
Towson, MD 21204

Anne K. Quinlan, Esquire
14 January, 2009
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A description of the railroad equipment covered by the enclosed document is:

6 pieces of maintenance of way equipment as follows: 1 Racine dual anchor spreader - S/N DAS-213-09; 2 Racine Dual Anchor Adjusters - S/Ns DAA-277-09 and DAA-278-09; 1 Nordco Tie Inserter-Remover - S/N 760341; and 2 Racine tieplate inserters: S/Ns TPI-045-09-CB and TPI-046-09-CB.

A short summary of the document to appear in the index is:

Memorandum of Lease Assignment.

Also enclosed is a check in the amount of \$41.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read 'R. Alvord', with a long horizontal flourish extending to the right.

Robert W. Alvord

RWA/sem
Enclosures

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MEMORANDUM OF LEASE ASSIGNMENT

(RBSAF - No. 98)

SURFACE TRANSPORTATION BOARD

This Memorandum of Lease Assignment, dated as of March 16, 2009, is made by RBS Asset Finance, Inc., a New York corporation ("Assignor") and BB&T Equipment Finance Corporation, a North Carolina corporation ("Assignee").

Pursuant to that certain Master Lease Agreement No. 98, dated as of August 31, 2006 (as amended, supplemented or otherwise modified from time to time, the "Master Lease"), between Assignor and BNSF Railway Company, a Delaware corporation ("Lessee"), Assignor and Lessee have entered into that certain Equipment Schedule No. 062 (as amended, supplemented or otherwise modified from time to time, the "Equipment Schedule"), which Equipment Schedule incorporates all of the terms and conditions of the Master Lease. The Equipment Schedule covers the property described on the attached Exhibit A (the "Equipment").

Assignor has assigned, transferred and conveyed to Assignee all of Assignor's right, title and interest, and all of Assignor's obligations, in, to and under the Equipment Schedule and in and to the Equipment.

IN WITNESS WHEREOF, the parties have executed this Memorandum of Lease Assignment as of the day and year first written above.

RBS ASSET FINANCE, INC., Assignor

By Keri Alberts

Name Keri Alberts

Title AVP

BB&T EQUIPMENT FINANCE
CORPORATION, Assignee

By [Signature]

Name CONSTANCE W. LANCASTER
SENIOR VICE PRESIDENT

Title _____

State of IL)
County of Cook) ss:

BEFORE ME, a Notary Public in and for said County and State, personally appeared RBS Asset Finance, Inc., a New York corporation (the "Corporation"), by Keri Alberts, its Assistant Vice President, who acknowledged that he signed the foregoing Memorandum of Lease Assignment and that the same is his free act and deed, individually and as an officer of the Corporation, and the free act and deed of the Corporation.

IN TESTIMONY WHEREOF, I have hereunto set my hand and official seal at Chicago, Illinois, this 16th day of March, 2009.



Sarah Sanchez
Notary Public

State of Maryland)
County of Baltimore) ss:

BEFORE ME, a Notary Public in and for said County and State, personally appeared BB&T Equipment Finance Corporation, a North Carolina corporation (the "Corporation"), by CONSTANCE W. LANCASTER, its SENIOR VICE PRESIDENT, who acknowledged that he signed the foregoing Memorandum of Lease Assignment and that the same is his free act and deed, individually and as an officer of the Corporation, and the free act and deed of the Corporation.

IN TESTIMONY WHEREOF, I have hereunto set my hand and official seal at Towson, MD, this 16th day of March, 2009.



Patricia J. Gillis
Notary Public

My commission expires
12/4/2012

EXHIBIT A
to
MEMORANDUM OF LEASE ASSIGNMENT

1. **Equipment Schedule:** Equipment Schedule No. 062.
2. **Initial Term:** The Initial Term of Equipment Schedule No. 062 is 84 months commencing as of April 1, 2009.
3. **Equipment:** The Equipment covered by Equipment Schedule No. 062 consists of the following described property together with all additions, attachments, accessories and accessions thereto, whether or not furnished by the supplier of the Equipment, any and all substitutions, replacements or exchanges therefor and any and all proceeds (including insurance proceeds) of the foregoing:

<u>Qty</u>	<u>Mfr</u>	<u>Model/ Feature</u>	<u>Description</u>	<u>Serial Number</u>	<u>BNSF Number</u>
1	Racine	DAS	Dual Anchor Spreader	DAS-213-09	X0100593
2	Racine	DAA	Dual Anchor Adjuster	DAA-277-09 DAA-278-09	X0100594 X0100595
1	Nordco	TRIPP	Tie Inserter-Remover	760341	X6300222
2	Racine	TPI	Tie Plate Inserter	TPI-045-09-CB TPI-046-09-CB	X3800176 X3800177

CERTIFICATION

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated: _____

3/20/09



Robert W. Alvord